

RECORDATION NO. 24669 FILED

NOV 03 '03 10-36 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

October 31, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Schedule #1 to Full Service Master Lease Agreement, dated as of July 15, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Midwest Railcar Corporation 3 Professional Park Drive, Suite B Maryville, Illinois 62062
Lessee:	419 Metal & Auto Recycling Center 600 Old Stanford Ovideo Road Winter Springs, Florida 32078

Mr. Vernon A. Williams
October 31, 2003
Page 2

A description of the railroad equipment covered by the enclosed document
is:

2 gondola cars: MWCX 100267 and MWCX 100268.

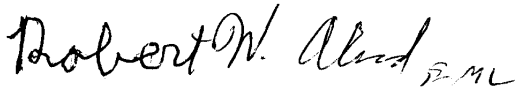
A short summary of the document to appear in the index is:

Memorandum of Schedule #1 to Full Service Master Lease Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,


Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 24669 FILED

NOV 03 '03 10-36 AM

SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

**MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE
MASTER LEASE AGREEMENT**

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

419 METAL & AUTO RECYCLING CENTER

as Lessee

MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of July 15, 2003, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and 419 METAL & AUTO RECYCLING CENTER, a Florida Corporation ("Lessee"), with reference to the following:

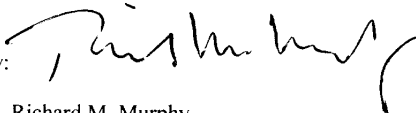
1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain

railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #1 dated July 15, 2003 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of July 15, 2003 between Lessor and Lessee (the "Lease").

2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule #1.


IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #1 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

By: 

Richard M. Murphy
President & CEO

419 METAL & AUTO RECYCLING CENTER

By: 
Name: Robert Phillips
Title: President

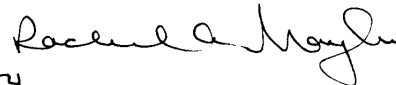
Illinois
STATE OF ~~MINNESOTA~~, CITY OF Mayville, TO WIT:

On this 16th day of October, 2003 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on October 16, 2003 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

"OFFICIAL SEAL"
[Notary Seal]
RACHEL A. MAYHEW
Notary Public, State of Illinois
My Commission Expires 5/15

Notary Public

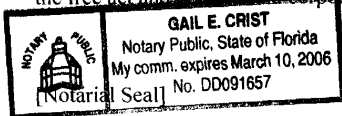
Expires: 5/15/04



STATE OF _____, CITY OF _____, TO WIT:

Burt Phillips Pres.
BPP

On this 15th day of September, 2003 before me appeared,
Burt Phillips, to me personally known, who being by me duly sworn, says that he is a
_____, of 419 METAL & AUTO RECYCLING CENTER, a Florida Corporation,
that said instrument was signed and sealed on 9/15/_____, 2003 on behalf of said corporation by
authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was
the free act and deed of said corporation.



Notary Public

Gail E. Crist
GAIL E. CRIST

My commission expires: March 10, 2006

DESCRIPTION OF RAILCARS

Two (2) Thrall-built, 4000 c.f., 100-ton flat bottom gondolas with 263,000 lb GRL; AAR Car Type Code J301 with the reporting following marks:

MWCX 100267 and MWCX 100268